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13 UNITED STATES DISTRICT COURT  
14 NORTHERN DISTRICT OF CALIFORNIA

15 CLARKE and REBECCA WIXON and  
NORMAN and BARBARA WIXON,  
16 derivatively and on behalf of themselves  
and all others similarly situated,

17 Plaintiffs,

18 v.

19 WYNDHAM RESORT DEVELOPMENT  
20 CORP. (f/k/a Trendwest Resorts, Inc.),  
GENE HENSLEY, DAVID HERRICK,  
21 JOHN HENLEY, PEGGY FRY, JOHN  
McCONNELL, and nominally,  
22 WORLDMARK, THE CLUB,

23 Defendants.  
24  
25  
26

Case No.: C 07-02361 JSW

~~[PROPOSED]~~  
**ORDER GRANTING IN PART AND  
DENYING IN PART PLAINTIFFS'  
ADMINISTRATIVE MOTION TO FILE  
UNDER SEAL THIRD AMENDED  
COMPLAINT**

AND DENYING WITHOUT PREJUDICE IN  
PART MOTION TO SEAL

27 <sup>1</sup> Admitted *pro hac vice*.  
28

1 Plaintiffs have filed an administrative motion to file the Third Amended Complaint  
 2 ("TAC") under seal [Docket # 146]. Having reviewed and considered all of the parties'  
 3 submissions pertaining to Plaintiffs' motion, the Court finds and rules as follows:

4 With respect to the paragraphs of the TAC indicated by Plaintiffs to have  
 5 confidential information, Defendants have stated that they have no objection to the  
 6 following paragraphs of the TAC being filed in the open court record: Paragraphs 10,  
 7 12, 14, 86, 113, 114, 115, 118, 121, 124, 131, and 133. While those paragraphs may  
 8 refer to documents that have been designated confidential, they do not reveal the  
 9 confidential contents of those documents. Accordingly, Plaintiffs' motion is denied as to  
 10 Paragraphs 10, 12, 14, 86, 113, 114, 115, 118, 121, 124, 131, and 133 of their TAC.

11 ~~On the other hand, paragraphs 116 and 117 of Plaintiffs' TAC quote from or~~  
 12 ~~paraphrase documents produced by Defendant Wyndham Resort Development~~  
 13 ~~Corporation ("WRDC") that WRDC designated and maintains as confidential. WRDC~~  
 14 ~~submitted the declaration of Thomas C. Johnson describing the confidential nature of the~~  
 15 ~~that information, the measures WRDC has taken to maintain the confidentiality of that~~  
 16 ~~information, and the harm that would befall WRDC if the confidential information were to~~  
 17 ~~be publicly disclosed. The Court finds that the information in paragraphs 116 and 117 of~~  
 18 ~~Plaintiffs' TAC is confidential, commercially sensitive information and trade secrets, that~~  
 19 ~~WRDC has taken reasonable measures to maintain the confidentiality of that~~  
 20 ~~information, and that WRDC would likely suffer significant economic harm if the~~  
 21 ~~information were disclosed to the public. Accordingly, Plaintiffs' motion is granted with~~  
 22 ~~respect to paragraphs 116 and 117 of Plaintiffs' TAC.~~

23 Plaintiffs shall file in open court record a redacted version of the TAC that redacts  
 24 the confidential portions of paragraphs 116 and 117 of their TAC.  
 25

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The Court DENIES WITHOUT PREJUDICE the request in paragraphs 116 and 117 pending a further showing from Defendants' that the material contained therein is truly confidential material, rather than material Defendants would prefer not be made public. Defendants conclusory statements as to why the material is confidential are insufficient.

**IT IS SO ORDERED.**

Dated: September 9, 2008

  
HONORABLE JEFFREY S. WHITE  
UNITED STATES DISTRICT JUDGE

1  
2  
3 Dated: September 8, 2008.

Respectfully submitted,

TROUTMAN SANDERS LLP

4 By: /s/ A. William Loeffler

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ATTORNEYS AT LAW  
ATLANTA

**CERTIFICATE OF SERVICE**

*Wixon v. Trendwest Resorts, Inc.,*  
USDC, Northern District of California

I hereby certify that, on September 8, 2008, I electronically filed the foregoing with the Clerk of Court using the ECF system, which will send notification of such filing to all parties, as follows:

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